

EXHIBIT B

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

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In re: :
THE FINANCIAL OVERSIGHT AND :
MANAGEMENT BOARD FOR PUERTO RICO, : PROMESA
: Title III
: as representative of : Case No. 17-BK-3283 (LTS)
: THE COMMONWEALTH OF PUERTO RICO *et al.*, : (Jointly Administered)
: Debtors.¹ :
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**[PROPOSED] ORDER EQUITABLY TOLLING THE TIME PRESCRIBED BY
11 U.S.C. § 546 TO BRING CERTAIN AVOIDANCE ACTIONS**

Upon the motion dated April 2, 2019 (the “Motion”)² of the Oversight Board, acting through its Special Claims Committee, pursuant to section 546 of the Bankruptcy Code, made applicable to this proceeding by section 301(a) of the Puerto Rico Opportunity Management and Economic Stability Act of 2016 (“PROMESA”), 48 U.S.C. § 2161(a); and the Court having jurisdiction over this matter under 28 U.S.C. 1331, and under section 306(a)-(b) of PROMESA, 48 U.S.C. §2166(a)-(b); and venue being proper under section 307(a) of

¹ The Debtors in these Title III cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283 (LTS)) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284 (LTS)) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567 (LTS)) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566 (LTS)) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17-BK-4780 (LTS)) (Last Four Digits of Federal Tax ID: 3747) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

² Capitalized terms not defined in this Order shall have the meanings ascribed to them in the Motion.

PROMESA, 48 U.S.C. § 2167(a); and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and the Court having reviewed the Motion and opposition thereto and having heard the statements of counsel at the hearing held before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED that this Motion is granted; and it is further

ORDERED that the statute of limitations in section 546 of the Bankruptcy Code as applied to the Oversight Board's efforts to file actions for avoidance and recovery of principal and interest payments made to purported holders on account of Challenged Bonds is hereby extended to and includes a date ~~not less than 90~~that is not more than one-hundred-and-eighty (180) days ~~following from~~ the date ~~that a ruling on the Joint Claim Objection thereof becomes final and unappealable~~hereof.

ORDERED that the Oversight Board may, before, or on the date of, the expiration of the one-hundred-and-eighty (180) day extension period file a subsequent motion requesting further tolling of the statute of limitations in section 546 of the Bankruptcy Code, without limitation to any interested parties' ability to object to such subsequent motion.

Dated: _____, 2019

Honorable Laura Taylor Swain
United States District Judge

[63350673 v2](#)

~~63368654 v1~~

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Table moves from	0
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